

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>	§	
	§	<b>Chapter 11</b>
	§	
<b>MEMORIAL PRODUCTION</b>	§	<b>Case No. 17-30262</b>
<b>PARTNERS LP, et al.,</b>	§	
	§	<b>(Jointly Administered)</b>
<b>Debtors.<sup>1</sup></b>	§	
	§	
	§	

**NOTICE OF FILING OF SECOND AMENDMENT TO PLAN SUPPLEMENT**

**PLEASE TAKE NOTICE** that, on January 16, 2017, Memorial Production Partners LP and its debtor affiliates in the above-captioned cases, as debtors and debtors in possession (collectively, the “**Debtors**”), commenced cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”).

**PLEASE TAKE FURTHER NOTICE** that, on January 17, 2017, the Debtors filed the *Joint Plan of Reorganization of Memorial Production Partners LP, et al. under Chapter 11 of the Bankruptcy Code* (ECF No. 18).

**PLEASE TAKE FURTHER NOTICE** that, on February 24, 2017, the Debtors filed the *Amended Joint Plan of Reorganization of Memorial Production Partners LP, et al. under Chapter 11 of the Bankruptcy Code* (the “**Amended Plan**”) (ECF No. 228).

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Memorial Production Partners LP (6667); Memorial Production Partners GP LLC; MEMP Services LLC (1887); Memorial Production Operating LLC; Memorial Production Finance Corporation (3356); WHT Energy Partners LLC; WHT Carthage LLC; Memorial Midstream LLC; Beta Operating Company, LLC; Columbus Energy, LLC; Rise Energy Operating, LLC; Rise Energy Minerals, LLC; Rise Energy Beta, LLC; San Pedro Bay Pipeline Company (1234); and Memorial Energy Services LLC. The Debtors’ mailing address is 500 Dallas Street, Suite 1600, Houston, Texas 77002.

**PLEASE TAKE FURTHER NOTICE** that, on March 24, 2017, pursuant to the *Order (I) Approving the Adequacy of Disclosure Statement, (II) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Joint Plan of Reorganization, (III) Approving the Form of Ballots and Notices in Connection Therewith, (IV) Scheduling Certain Dates with Respect Thereto, and (V) Granting Related Relief* (Docket No. 245), the Debtors filed a plan supplement containing certain documents necessary to implement the terms of the Amended Plan (ECF No. 283) (the “**Plan Supplement**”).

**PLEASE TAKE FURTHER NOTICE** that on March 31, 2017 the Debtors file an amendment to the Plan Supplement, attaching the Management Incentive Plan (Exhibit I to the Plan Supplement) (ECF No. 317).

**PLEASE TAKE FURTHER NOTICE** that attached hereto is a supplement to the list of Directors and Officers of Reorganized Debtors (Exhibit J to the Plan Supplement).

**PLEASE TAKE FURTHER NOTICE** that the documents contained in the Plan Supplement are integral to, and are considered part of, the Amended Plan. If the Amended Plan is approved, the documents contained in the Plan Supplement will be approved by the Bankruptcy Court pursuant to the order confirming the Amended Plan.

**PLEASE TAKE FURTHER NOTICE** that a hearing to consider confirmation of the Amended Plan is scheduled for **Tuesday, April 4, 2017 at 10:00 a.m. (Central Time)**, before the Honorable Marvin Isgur, United States Bankruptcy Judge (the “**Confirmation Hearing**”).

**PLEASE TAKE FURTHER NOTICE** that the Debtors intend that, upon the effective date of the Amended Plan, the parent company of the Reorganized Debtors will be named “Amplify Energy Corp.”

**PLEASE TAKE FURTHER NOTICE** that copies of the exhibits contained in this Plan Supplement, and all documents filed in these chapter 11 cases are available free of charge by visiting <http://www.omningt.com/memorialpp> or by calling 877-773-8184. You may also obtain copies of the pleadings by visiting the Bankruptcy Court's website at <https://ecf.txsb.uscourts.gov> in accordance with the procedures and fees set forth therein.

Dated: April 3, 2017  
Houston, Texas

/s/ Alfredo R. Pérez

WEIL, GOTSHAL & MANGES LLP

Alfredo R. Pérez (15776275)

700 Louisiana Street, Suite 1700

Houston, Texas 77002

Telephone: (713) 546-5000

Facsimile: (713) 224-9511

-and-

WEIL, GOTSHAL & MANGES LLP

Gary T. Holtzer (admitted *pro hac vice*)

Joseph H. Smolinsky (admitted *pro hac vice*)

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

*Attorneys for the Debtors and  
Debtors in Possession*

**Exhibit J to the Plan Supplement**

**Directors and Officers of Reorganized Debtors**

***Evan Lederman*** is a Managing Director, Co-Head of Restructuring and a Partner on the Investment Team at Fir Tree Partners. Mr. Lederman focuses on the funds' distressed credit and special situation investment strategies, including co-managing its energy restructuring initiatives. Prior to joining Fir Tree Partners, Mr. Lederman worked in the Business Finance and Restructuring groups at Weil, Gotshal & Manges LLP and Cravath, Swaine & Moore LLP. In addition to Amplify Energy, Mr. Lederman is currently a member of the board, in his capacity as a Fir Tree Partner's employee, of Linn Energy (Chairman), New Emerald Energy LLC, and Deer Finance, LLC. Mr. Lederman received a J.D. degree with honors from New York University School of Law and a B.A., magna cum laude, from New York University.

***David Proman*** joined Fir Tree in 2010 and is a Managing Director, Co-Head of Restructuring and a Partner on the Investment team. Mr. Proman focuses on the funds' distressed credit investment strategies, most notably co-managing the firm's structured mortgage credit and energy restructuring initiatives. Mr. Proman has 13 years of investment experience in structured and corporate debt investing. Prior to joining Fir Tree, Mr. Proman helped manage the corporate and structured mortgage credit investments at Kore Advisors, a fixed income investment fund. Mr. Proman received a B.A. in Economics from the University of Virginia.

***Alex Shayevesky*** is a Senior Analyst on the Credit Team at Citadel. Mr. Shayevesky focuses on Citadel's stressed / distressed credit and special situation investment strategies. Mr. Shayevesky has 12 years of investment experience and has helped facilitate several corporate restructurings across energy, financial, airline, auto, and technology sectors. Prior to joining Citadel, Mr. Shayevesky was an Executive Director in Credit Trading at JPMorgan. Mr. Shayevesky graduated magna cum laude from New York University with a Bachelor of Science in Finance and Accounting.

***Drew Scoggins*** is a Co-Founder and Managing Partner of Millennial Energy Partners. Under his leadership, the firm has secured private equity capital in excess of \$300 million and directly invested in oil and gas assets through eight investment vehicles. Prior to Millennial, Mr. Scoggins led BG Group plc's commercial and technical teams on oil and gas investments in the Haynesville shale, Marcellus shale, British Columbia, Chile, Equatorial Guinea and Trinidad and Tobago. Prior to joining BG, Mr. Scoggins was Strategic Planning Manager and Community and Public Relations Manager with Marathon Oil. Drew began his career with Bechtel Corporation as Project Controls Engineer in Equatorial Guinea, West Africa. He received his bachelor's degree in Economics and History from Vanderbilt University and earned his Master of Science in Foreign Service (MSFS) degree with a concentration in business and finance from Georgetown University.

***Christopher Hamm*** is a 26 year veteran of the investment management industry and CEO of AXYS CAPITAL, an SEC registered private investment fund manager he founded in 2009. In 1998, Mr. Hamm founded Memorial Investment Advisors, a registered investment advisor, and Memorial Funds, an institutional multi-fund registered investment company, where he served as Chairman of the Board of Trustees, and developed Millennium Funds, an alternative investment private fund complex. Prior to founding his own firms, Mr. Hamm served as Executive Director – Institutional Services at CIBC Oppenheimer, Senior Vice President – Capital Markets at PaineWebber, and Vice President – Taxable Fixed Income at Howard Weil Labouisse & Friederichs.